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*Special Conflicts Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X	
In re:	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	: Case No. 18-23538 (RDD)
	:
Debtors ¹	: (Jointly Administered)
	:
	:
----- X	

**FIFTH COMBINED MONTHLY FEE STATEMENT OF HERRICK,
FEINSTEIN LLP FOR PROFESSIONAL SERVICES RENDERED AND
DISBURSEMENTS INCURRED AS SPECIAL CONFLICTS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD OF
NOVEMBER 1, 2019 THROUGH FEBRUARY 29, 2020**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRE Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179

Name of Applicant:	Herrick, Feinstein LLP
Authorized to Provide Professional Services To:	Special Conflicts Counsel to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i>
Date of Retention:	March 22, 2019 <i>nunc pro tunc</i> to January 2, 2019
Period for Which Compensation and Reimbursement Is Sought:	November 1, 2019 through February 29, 2020
Combined Monthly Fees Incurred:	\$482,671.45
20% Holdback:	\$96,534.29
Total Compensation Less 20% Holdback:	\$386,137.16
Combine Monthly Expenses Incurred:	\$9,725.45
Total Combine Fees and Expenses Requested:	\$395,862.61

This is a x monthly interim final application

Herrick Feinstein LLP (“Herrick Feinstein”), special conflicts counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holding Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby respectfully submits this statement of fees and disbursements (the “Fifth Combined Monthly Fee Statement”) covering the period from November 1, 2019 through and including February 29, 2020 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Fifth Combined Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions,² Herrick Feinstein requests (a) interim allowance and payment of compensation in the amount of \$386,137.16 (80% of \$482,671.45) for

² The total amount sought for fees and expenses (\$395,862.61) reflects voluntary reductions for the Compensation Period of \$96,534.29 in fees and \$9,725.45 in expenses.

fees on account of reasonable and necessary professional services rendered to the Creditors' Committee by Herrick Feinstein, and (b) reimbursement of actual and necessary costs and expenses in the amount of \$9,725.45 incurred by Herrick Feinstein during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, department, bar admissions, hourly billing rates and aggregate hours spent by each Herrick Feinstein professional and paraprofessional that provided services to the Creditors' Committee during the Compensation Period. The rates charged by Herrick Feinstein for services rendered to the Creditors' Committee are the same rates that Herrick Feinstein charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Herrick Feinstein professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Herrick Feinstein professional and paraprofessionals that provided services to the Creditors' Committee during the Compensation Period.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit D sets for a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Herrick Feinstein in connection with services rendered to the Creditors' Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Herrick Feinstein in connection with services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Fifth Combined Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji ([email: mmeghji@miiipartners.com](mailto:mmeghji@miiipartners.com)); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock ([email: ray.schrock@weil.com](mailto:ray.schrock@weil.com)), Jacqueline Marcus ([email: jacqueline.marcus@weil.com](mailto:jacqueline.marcus@weil.com)), Garrett A. Fail ([email: garrettlail@weil.com](mailto:garrettlail@weil.com)), and Sunny Singh ([email: sunny.singh@weil.com](mailto:sunny.singh@weil.com)); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg ([e-mail: paul.schwartzberg@usdoj.gov](mailto:paul.schwartzberg@usdoj.gov)) and Richard Morrissey ([e-mail: richard.morrissey@usdoj.gov](mailto:richard.morrissey@usdoj.gov)); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake ([email: paul.leake@skadden.com](mailto:paul.leake@skadden.com)), Shana A. Elberg ([email: shana.elberg@skadden.com](mailto:shana.elberg@skadden.com)) and George R. Howard ([email: george.howard@skadden.com](mailto:george.howard@skadden.com)); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 ([e-mail: harnerp@ballardspahr.com](mailto:harnerp@ballardspahr.com)); (vi) counsel to the fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott ([e-mail: marriott@ballardspahr.com](mailto:marriott@ballardspahr.com)) and Tobey M. Daluz ([e-mail: dalurt@ballardspahr.com](mailto:dalurt@ballardspahr.com)); and (vi) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, Attention: Philip C. Dublin ([email: pdublin@akingump.com](mailto:pdublin@akingump.com)), Ira S. Dizengoff ([email: idizengoff@akingump.com](mailto:idizengoff@akingump.com)) and Sara Lynne Brauner ([email: sbrauner@akingump.com](mailto:sbrauner@akingump.com)), (collectively, the “Notice Parties”).

Objections to this Fifth Combined Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **April 8, 2020** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no objections to this Fifth Combined Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an objection to this Fifth Combined Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Fifth Combined Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

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Dated: New York, New York
March 24, 2020

HERRICK FEINSTEIN LLP

By: /s/ Stephen B. Selbst

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*Special Conflicts Counsel to the Official
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Holdings Corporation, et al.*

Exhibit A

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$) 2019-2020	HOURS	AMOUNT (\$)
Sean E. O'Donnell	Restructuring & Bankruptcy	1998	985.00-1025.00	32.9	32,966.50
Jason A. D'Angelo	Litigation	1998	810.00-845.00	53.4	44,090.50
Christopher W. Carty	Restructuring & Bankruptcy	2010	610.00-785.00	226.30	156,313.00
Steven B. Smith	Restructuring & Bankruptcy	2001	725.00-765.00	24.8	18,080.00
Total Partners				305.00	251,450.00
COUNSEL	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$) 2019-2020	HOURS	AMOUNT (\$)
Kyle J. Kolb	Restructuring & Bankruptcy	2012	610.00	143.40	87,474.00
Total Counsel				143.40	87,474.00
ASSOCIATES	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Heather M. Zimmer	Litigation	2017	435.00-400.00	53.10	22,437.00
Gabrielle R. Fromer	Litigation	2018	400.00-420.00	105.30	43,908.00
Elizabeth J. Plowman	Litigation	2018	420.00	73.50	30,870.00
Total Associates				231.90	97,215.00

PARALEGALS/ NON- LEGAL STAFF	DEPARTMENT	RATE (\$) 2019-2020	HOURS	AMOUNT (\$)
Larisa Poretsky	Litigation	360.00-390.00	20.10	7,461.00
Linda Schepp	Litigation	335.00-360.00	87.60	29,346.00
Total Paralegals/ Non-Legal Staff			107.70	36,807.00

EXHIBIT B

Task Code Summary

Task Code	HOURS	AMOUNT (\$)
Case Administration - B110	202.10	\$96,575.00
Asset Analysis and Recovery - B120	21.90	17,281.50
Fee/Employment Applications - B160	27.30	12,782.00
Fee/Employment Objections - B170	.2	72.00
Avoidance Action/Analysis – B180	7.00	5,075.00
Contested Matters (exclu. assumption/rejection) - B190	1.4	1,015.00
General Bankruptcy Advice/Opinions - B410	5.5	5,637.50
Total	265.40	138,438.00

Exhibit C

Itemized Fees



Re: **Sears Bankruptcy**

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LEGAL SERVICES

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Time</u>
11/01/19	S. Smith	B190	Review of and revisions to timeline for depo outline.	.70
11/05/19	S. Smith	B160	Coordinate prep and sharing of weekly accruals to M-III.	.20
11/06/19	S. Smith	B180	(i) Preliminary review of draft complaint and presentation to Litigation Designees and (ii) o/c with C. Carty re same.	1.50
11/08/19	L. Poretsky	B160	Review and analyze Confirmation Order for fee statements and see applications provisions and search docket or Notice of Effective Date; e-mail provisions to Steve Smith for review;	1.30
11/08/19	S. Smith	B160	Review Confirmation Order fee procedure and exchange emails with L. Poretsky re same.	.40
11/11/19	L. Poretsky	B160	Working with billing department to revise the time entries per Steve Smith comments (.6); update draft of the third fee statement (.4)	1.00
11/11/19	S. Smith	B160	Review of and revisions to draft consolidated fee statement and exchange emails with paralegal re same.	.50
11/11/19	S. Smith	B190	Review of executed protective orders and exchange emails with C. Carty re same.	.70



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11/12/19	L. Poretsky	B160	Review and analyze revise combined invoice in support of third fee statement to ensure accuracy;	.30
11/12/19	L. Poretsky	B160	Revise and finalize third fee statement, compile exhibits	.50
11/12/19	L. Poretsky	B160	Meeting with Steve Smith and Stephen Selbst for final review of the third fee statement	.50
11/12/19	L. Poretsky	B160	Prepare for filing and e-file third fee statement	.30
11/12/19	L. Poretsky	B160	Draft and submit e-mail to PrimeClerk re service of third fee statement	.30
11/12/19	L. Poretsky	B160	Request combined invoice for September and October for the fourth fee statement;	.30
11/12/19	S. Smith	B160	Review fee order and draft combined monthly fee statement.	.30
11/12/19	S. Smith	B160	O/C with S. O'Donnell and L. Poretsky re third combined fee statement and fourth fee statement and fee app prep.	1.00
11/14/19	L. Poretsky	B160	Follow up on a status of the final invoices for September and October for the fourth combined fee statement;	.30
11/14/19	L. Poretsky	B160	Draft fourth combine fee statement	.60
11/14/19	S. Smith	B160	Discussion re prep of fourth fee statement and coordinate prep re same.	.30



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11/18/19	L. Poretsky	B160	Continue to draft fourth combined fee statement (September -October 2019)	.80
11/18/19	S. Smith	B180	Further review of revised complaint against Cyrus among others.	1.40
11/19/19	L. Poretsky	B160	Follow up on a status of the combined September and October invoice	.20
11/19/19	L. Poretsky	B160	Continue to draft combined fourth fee statement	.50
11/20/19	L. Poretsky	B160	Review and analyze combined invoice for forth fee statement	.70
11/20/19	L. Poretsky	B160	Update draft of the fourth fee statement based on the invoice	1.30
11/20/19	L. Poretsky	B160	Request missing documents from accounting (.3)	.10
11/20/19	L. Poretsky	B160	Assemble exhibits to fourth fee statement	.40
11/20/19	S. Smith	B160	Coordinate prep of fourth fee statement with L. Poretsky and review same.	.30
11/21/19	L. Poretsky	B160	Review and analyze revised combine invoice for forth fee statement (.7)	.50
11/21/19	L. Poretsky	B160	Revise draft of the fourth fee statement based on the revised invoice and submit to Steve Smith for review	1.20
11/21/19	S. Smith	B160	Review draft fourth fee statement and discussion with L. Poretsky re same.	.40



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11/22/19	S. Smith	B180	Review revised complaint and presentation to trust designees re estate claims.	.70
11/25/19	L. Poretsky	B160	Revise fourth fee statement and exhibits per Steve Smith comments and circulate for review	.70
11/25/19	S. Smith	B160	Review further revised fourth fee statement.	.30
12/02/19	L. Poretsky	B160	Review the docket and Prime Clerk website to find out if there's been a notice of effective date filed and whether other firms have begun to file their final fee applications.	.20
12/02/19	S. Smith	B160	Review docket and plan re final fee apps and exchange emails with paralegal, L. Poretsky, re same.	.50
12/03/19	L. Poretsky	B160	Conference with Steve Smith to discuss finalizing and filing of fourth combined fee statement and service thereof and service of papers and circulate draft and exhibits	.40
12/03/19	S. Smith	B160	Coordinate prep, review and filing of fourth fee statement and exchange emails with S. Brauner at Akin re same.	.40
12/09/19	S. Smith	B160	Review, revise and coordinate filing of fourth fee statement and discussions with paralegal re same.	.90
12/11/19	S. Smith	B160	Finalize and coordinate filing of fourth fee statement.	.60



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12/12/19	L. Poretsky	B170	Following up on a status of the Fourth Fee Statement	.20
12/12/19	S. Smith	B180	(i) Conduct follow up research related to collusion, (ii) follow up review of produced documents, and (iii) litigation analysis.	2.50
12/16/19	S. Smith	B180	Follow up analysis re depo prep.	.90
12/26/19	S. Smith	B160	Coordinate preparation of invoice and payments details on latest fee statement and exchange emails with Mary at MIII Partners re same.	.40
12/27/19	S. Smith	B160	Follow up with Sears Professional Fee Invoices Committee re latest fee statement.	.20
01/02/20	C. Carty	B120	Confer with consultants re investigation.	.40
01/02/20	S. O'Donnell	B410	Expert retention with regard to depo prep	.50
01/07/20	C. Carty	B120	Call with financial consultants re investigation.	.60
01/09/20	C. Carty	B120	Draft memo re Sears investigation background and analyze.	2.50
01/09/20	G. Fromer	B110	Communicate with partner about research assignment via detailed email about background and next steps	.20
01/09/20	K. Kolb	B110	Analyze background motion papers for Rule 2004 investigation	2.80



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01/09/20	S. Smith	B160	Coordinate sharing of accruals with M-III and discussion with C. D'Angelo re same.	.20
01/10/20	C. Carty	B120	Call with K. Kolb and G. Fromer re Sears investigation.	.40
01/10/20	G. Fromer	B110	Meet with team to discuss strategy and next steps	.30
01/10/20	G. Fromer	B110	Review background materials and prepared timeline of events prior to Dec. 20, 2018 hearing	3.70
01/10/20	K. Kolb	B110	Call with C. Carty and G. Fromer regarding Rule 2004 investigation into MTN notes	.40
01/10/20	K. Kolb	B110	Analyze documents produced by CDS participants	1.40
01/13/20	G. Fromer	B110	Review background materials and compiled timeline of important events	2.30
01/13/20	G. Fromer	B110	Review and made track changes to timeline of events	1.40
01/13/20	K. Kolb	B110	Revise case timeline	.40
01/14/20	G. Fromer	B110	Review background materials and prepared timeline of events	.30
01/14/20	K. Kolb	B110	Further revisions to case timeline	.30
01/15/20	G. Fromer	B110	Conduct legal research	1.20
01/15/20	G. Fromer	B110	Review background materials and compiled timeline of important events	2.00
01/15/20	G. Fromer	B110	Meeting to discuss document review and research assignments	.20



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01/15/20	K. Kolb	B110	Discuss case background and strategy with S. Smith	.30
01/15/20	K. Kolb	B110	Meet with M. Austin and G. Fromer regarding prior research	.20
01/15/20	K. Kolb	B110	Discuss research with M. Fromer	.20
01/15/20	S. Smith	B110	O/C with K. Kolb re research and background.	.30
01/16/20	C. Carty	B120	Review and analyze work product regarding Rule 2004 investigation.	1.50
01/16/20	G. Fromer	B110	Conduct legal research and drafted memorandum	2.80
01/16/20	G. Fromer	B110	Review track changes and made edits to timeline of events	.90
01/16/20	G. Fromer	B110	Implement revisions to legal memorandum	2.00
01/16/20	K. Kolb	B110	Revise timeline	.80
01/16/20	K. Kolb	B110	Review and revise research memo into Section 363(n) case law	1.70
01/16/20	L. Poretsky	B160	Search prime clerk's docket for filed notice of effective date in connection with final fee application per Steve Smith request;	.30
01/17/20	G. Fromer	B110	Spoke with counsel about edits to legal memorandum on Section 363(n) issues	.30
01/17/20	G. Fromer	B110	Conduct legal research for legal memorandum on Section 363(n) issues	.90



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01/17/20	G. Fromer	B110	Meeting about case strategy and status update	.50
01/17/20	G. Fromer	B110	Implement revisions to legal memorandum on Section 363(n) issues	1.40
01/17/20	K. Kolb	B110	Call with S. O'Donnell, C. Carty, and G. Fromer regarding legal research update and deposition strategy	.50
01/17/20	K. Kolb	B110	Review section 363(n) case law and revise memo	4.60
01/18/20	K. Kolb	B110	Further revisions to memo summarizing research into 363(n) claims	.70
01/21/20	C. Carty	B120	Review and analyze research and case law related to potential claims.	2.10
01/21/20	G. Fromer	B110	Spoke with counsel about new research and new document review assignments	.20
01/21/20	G. Fromer	B110	Conducted legal research on Section 363(n) damages actions	2.40
01/21/20	G. Fromer	B110	Edit and update summary of research re: Section 363(n) damages claims	.90
01/21/20	K. Kolb	B110	Meet with L. Schepp regarding timeline and deposition prep	.20
01/21/20	K. Kolb	B110	Discuss research and review with G. Fromer	.20
01/21/20	K. Kolb	B110	Research into 363(n) claims and related causes of action	2.30



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01/21/20	K. Kolb	B110	Review ISDA decision and supporting papers in connection with investigation background	.30
01/21/20	K. Kolb	B110	Analyze documents produced by CDS participants in connection with deposition preparation	2.00
01/21/20	K. Kolb	B110	Revise email regarding research regarding claims analysis	.60
01/21/20	K. Kolb	B110	Analyze order confirming plan of reorganization	.30
01/21/20	L. Schepp	B110	Reviewing/Editing/Drafting Documents to compile timeline per K. Kolb.	2.40
01/22/20	C. Carty	B120	Participate in team meeting re potential claims and prepare for same.	1.00
01/22/20	C. Carty	B120	Review and analyze research memo related to potential claims.	1.10
01/22/20	G. Fromer	B110	Discuss Section 363(n) issue via email and compiled relevant case law in preparation for meeting	.80
01/22/20	G. Fromer	B110	Review memorandum on assessment of claims and notes on document production in preparation to conduct further document review	.30
01/22/20	G. Fromer	B110	Conducted document review	2.40
01/22/20	G. Fromer	B110	Further research on potential claims	1.00
01/22/20	K. Kolb	B110	Analyze plan of reorganization	1.50
01/22/20	K. Kolb	B110	Analyze prior research regarding potential claims	.30



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01/22/20	K. Kolb	B110	Analyze relevant documents in connection with claims analysis and deposition prep	1.70
01/22/20	K. Kolb	B110	Attend team meeting regarding research update and claims analysis	.90
01/22/20	L. Schepp	B110	Reviewing/Editing/Drafting Documents to compile timeline per K. Kolb.	1.70
01/22/20	S. O'Donnell	B410	363n and case law analysis	.50
01/22/20	S. O'Donnell	B410	Case w/ team re 363n and case law analysis	.50
01/22/20	S. Smith	B120	Prepare for and participate in O/C with team re status and next steps.	1.20
01/22/20	S. Smith	B120	Follow up review of claims and exchange emails with K. Kolb re same.	.30
01/23/20	G. Fromer	B110	Spoke with counsel about legal research memorandum objectives	.10
01/23/20	G. Fromer	B110	Conducted legal research on potential claims	3.00
01/23/20	K. Kolb	B110	Draft memo analyzing potential claims	8.40
01/23/20	K. Kolb	B110	Analyze responsive documents in connection with deposition prep	2.10
01/23/20	K. Kolb	B110	Review and incorporate research from G. Fromer into memo	.50
01/23/20	L. Schepp	B110	Compile Quinn and Stroock documents for review, per K. Kolb.	1.00
01/24/20	G. Fromer	B110	Conduct legal research on damages under 363(n) claims	1.50



Re: **Sears Bankruptcy**

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01/24/20	G. Fromer	B110	Spoke with counsel about creating chronology of relevant documents	.60
01/24/20	G. Fromer	B110	Edit legal memorandum on potential claims	1.10
01/24/20	K. Kolb	B110	Discuss additional research with G. Fromer	.10
01/24/20	K. Kolb	B110	Meeting with G. Fromer and L. Schepp regarding case chronology and related documents	.30
01/24/20	K. Kolb	B110	Draft and revise memo summarizing background facts and analyzing potential claims	3.50
01/24/20	L. Schepp	B110	Reviewing/Editing/Drafting documents to compile timeline per K. Kolb.	1.10
01/28/20	C. Carty	B120	Meet with S. O'Donnell, K. Kolb, and G. Fromer re Rule 2004 investigation and prepare for same.	1.00
01/28/20	C. Carty	B120	Review and analyze memorandum regarding investigation.	.70
01/28/20	G. Fromer	B110	Discuss potential claims and defenses and strategy	1.30
01/28/20	G. Fromer	B110	Discuss document review objectives and building chronology of relevant documents	.90
01/28/20	G. Fromer	B110	Review documents for relevance	3.90
01/28/20	G. Fromer	B110	Conduct legal research remedy issues	.40
01/28/20	K. Kolb	B110	Research aspects of the CDS market	.40



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01/28/20	K. Kolb	B110	Meeting regarding factual and legal analysis of potential claims and discovery plan	1.10
01/28/20	K. Kolb	B110	Discuss factual and legal research items pending with G. Fromer	.20
01/28/20	K. Kolb	B110	Discuss document review issues with G. Fromer and L. Schepp	.20
01/28/20	K. Kolb	B110	Revise memo to send to expert and analyze protective order in connection with these revisions	.60
01/28/20	K. Kolb	B110	Analyze correspondence regarding prior meet and confer sessions	.50
01/28/20	K. Kolb	B110	Analyze privilege logs produced in investigation	.80
01/28/20	L. Schepp	B110	Reviewing/Editing/Drafting Documents relating to Quinn and Stroock privilege documents, per K. Kolb.	3.00
01/28/20	L. Schepp	B110	Reviewing/Editing/Drafting documents to compile timeline per K. Kolb.	6.00
01/28/20	S. O'Donnell	B410	Team meeting confer w/ Stroock re misc. matters	1.50
01/28/20	S. O'Donnell	B410	Confer w/ team re meeting w/ Stroock re misc. matters	.30
01/29/20	C. Carty	B120	Analyze issues related to Rule 2004 investigation and factual analysis of same.	1.20
01/29/20	G. Fromer	B110	Conduct review for relevant documents	6.40



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01/29/20	K. Kolb	B110	Call with potential expert regarding engagement	.10
01/29/20	K. Kolb	B110	Research potential experts	.50
01/29/20	K. Kolb	B110	Research re market collusion	2.20
01/29/20	K. Kolb	B110	Analyze documents produced by CDS Participants	2.00
01/29/20	L. Schepp	B110	Reviewing/Editing/Drafting Documents to update timeline, per K. Kolb	4.80
01/30/20	C. Carty	B120	Analyze documents produced in Rule 2004 investigation and memorandum re same.	1.10
01/30/20	G. Fromer	B110	Review documents produced by Omega for relevance	.40
01/30/20	G. Fromer	B110	Discuss case strategy	.20
01/30/20	K. Kolb	B110	Analyze scope of releases under APA	.20
01/30/20	K. Kolb	B110	Team call	.20
01/30/20	K. Kolb	B110	Research potential advisors	.80
01/30/20	K. Kolb	B110	Further analysis of case law regarding 363(n) claims	.40
01/30/20	K. Kolb	B110	Conduct legal and fact research re market collusion	3.50
01/30/20	K. Kolb	B110	Revise claims analysis memo	1.70
01/30/20	K. Kolb	B110	Analyze summary of key documents by G. Fromer	.30
01/30/20	L. Schepp	B110	Reviewing/Editing/Drafting Documents to update timeline, per K. Kolb	8.90



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01/30/20	S. O'Donnell	B120	Confer re experts	.50
01/31/20	G. Fromer	B110	Discuss CDS exposure	.10
01/31/20	K. Kolb	B110	Calls with potential experts	.50
01/31/20	K. Kolb	B110	Revise memo	3.00
01/31/20	L. Schepp	B110	Reviewing/Editing/Drafting Documents related to chronology, per K. Kolb.	5.20
02/03/20	K. Kolb	B110	Call with potential expert	.50
02/03/20	K. Kolb	B110	Legal research into potential claims	.80
02/03/20	K. Kolb	B110	Analyze Deloitte documents in connection with potential custodians	1.30
02/03/20	K. Kolb	B110	Revise chronology and fact memo	3.40
02/04/20	G. Fromer	B110	Conduct research on credit default swap auctions	1.50
02/04/20	G. Fromer	B110	Discuss expert due diligence	.20
02/04/20	G. Fromer	B110	Spoke with potential expert	.20
02/04/20	K. Kolb	B110	Analyze expert CVs	.50
02/04/20	K. Kolb	B110	Calls with potential experts	.70
02/05/20	G. Fromer	B110	Conduct research on potential experts	.80
02/05/20	K. Kolb	B110	Revise chron	.90
02/05/20	K. Kolb	B110	Discuss prior meet and confers with M. Sekowski	.20
02/05/20	K. Kolb	B110	Research potential expert	.20
02/06/20	G. Fromer	B110	Research damages for fraud on the court claim	.50



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02/06/20	G. Fromer	B110	Update damages section of legal memorandum on potential claims	.20
02/06/20	K. Kolb	B110	Analyze privilege logs	.40
02/06/20	K. Kolb	B110	Analyze and revise document chronology	3.30
02/07/20	K. Kolb	B110	Conduct diligence calls with potential experts	1.60
02/09/20	K. Kolb	B110	Draft document and agreement regarding case strategy	1.60
02/09/20	K. Kolb	B110	Email to team regarding expert status and analysis	.20
02/10/20	C. Carty	B120	Meet with S. O'Donnell, K. Kolb, and G. Fromer regarding Sears Rule 2004 investigation update and expert review and review materials in connection with meeting.	1.20
02/10/20	G. Fromer	B110	Research backgrounds of potential experts	2.40
02/10/20	G. Fromer	B110	Discuss updates on expert background research and next steps	.20
02/10/20	G. Fromer	B110	Discuss expert engagement letter and fee arrangement and updates to claims memorandum	.50
02/10/20	G. Fromer	B110	Prepare documents for meeting with partners about updates to claims memorandum and expert background research	.80
02/10/20	G. Fromer	B110	Draft subpoenas for Barclays, Omega, OZ, and Cyrus	.60



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02/10/20	G. Fromer	B110	Conduct fact investigation of OZ call logs	.10
02/10/20	G. Fromer	B110	Draft questions to interview potential experts	1.50
02/10/20	K. Kolb	B110	Meeting to discuss potential experts	.30
02/10/20	K. Kolb	B110	Meet with G Fromer regarding diligence research	.10
02/10/20	K. Kolb	B110	Review and revise expert diligence memo	.30
02/10/20	L. Schepp	B110	Reviewing/Editing/Drafting Documents relating to timeline, per K. Kolb	5.00
02/10/20	L. Schepp	B110	Compile documents related to potential experts for attorney review, per S. O'Donnell	.50
02/10/20	L. Schepp	B110	Weslaw searches to identify phone numbers on call logs	1.10
02/10/20	S. O'Donnell	B410	Confer w/ team re expert retention/interviews	.30
02/10/20	S. O'Donnell	B410	Review credentials	.30
02/10/20	S. O'Donnell	B410	Coordinate interviews	.30
02/10/20	S. O'Donnell	B410	Strategy and analysis	.10
02/11/20	C. Carty	B120	Review and analyze internal memo regarding Rule 2004 investigation related to MTN note sale; review and analyze case law discussed.	2.40
02/11/20	G. Fromer	B110	Conducted diligence research on potential experts' prior work	1.70
02/11/20	G. Fromer	B110	Interview potential experts	.60



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02/11/20	G. Fromer	B110	Research cornering the market	.60
02/11/20	K. Kolb	B110	Call with potential expert	.60
02/11/20	K. Kolb	B110	Revise memo analyzing facts and claims	.70
02/11/20	K. Kolb	B110	Revise questions for interview of potential experts	.70
02/11/20	K. Kolb	B110	Analyze research and due diligence into potential experts	.10
02/11/20	L. Schepp	B110	Westlaw search to identify phone numbers in call logs, per K. Kolb	6.80
02/11/20	S. O'Donnell	B410	Expert interviews and prep for same	.50
02/11/20	S. O'Donnell	B410	Coordinate retention of expert	.50
02/12/20	L. Schepp	B110	Reviewing/Editing/Drafting Documents related to Board of Directors index, per K. Kolb	1.20
02/13/20	L. Poretsky	B160	Conference with Steve Smith and Chris Carty re next fee statement; request combined invoices from November 2019 through January 2020; begin draft fifth combined fee application;	3.00
02/13/20	L. Schepp	B110	Reviewing/Editing/Drafting Documents related to Board of Directors index, per K. Kolb	2.60
02/13/20	S. Smith	B160	(i) Review docket for fee statements, (ii) review prior fee statements, (iii) o/c with L. Poretsky re preparation of fifth fee statement and (iv) discussion with C. Carty re fee statement.	.50



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02/14/20	L. Poretsky	B160	Follow up on a status of the combined invoices for the fifth fee statement; continue to draft fifth fee statement	.80
02/18/20	L. Poretsky	B160	Follow up on a status of the combined invoices and continue to draft fee statement	.70
02/18/20	L. Schepp	B110	Compile additional information regarding Wachtel and Deloitte documents, per J. D'Angelo.	1.50
02/19/20	C. Carty	B120	Call with S. Brauner of Akin regarding update in Rule 2004 investigation; confer with K. Kolb re same; review memo.	.80
02/19/20	G. Fromer	B110	Conduct due diligence on potential experts	1.60
02/19/20	G. Fromer	B110	Draft subpoenas	.20
02/19/20	K. Kolb	B110	Revise subpoenas	.20
02/19/20	K. Kolb	B110	Analyze expert due diligence research and revise email summary re same	1.00
02/19/20	K. Kolb	B110	Status call with C Carty	.20
02/19/20	K. Kolb	B110	Draft status memo to UCC	1.40
02/19/20	L. Schepp	B110	Update document chronology and call logs indexes.	1.10
02/20/20	K. Kolb	B110	Draft and revise memo to UCC regarding investigation	2.30
02/20/20	S. O'Donnell	B410	Confer re expert qualifications/challenges	.20



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02/21/20	C. Carty	B120	Review and revise draft memo to clients re Rule 2004 investigation update on MTN sale investigation.	1.90
02/21/20	K. Kolb	B110	Analyze related docket for expert diligence	.30
02/21/20	K. Kolb	B110	Revise memo to UCC	.40
02/21/20	K. Kolb	B110	Analyze produced audio	1.30
02/21/20	L. Poretsky	B160	Follow up re status of the outstanding proformas in connection with fifth fee statement	.20
02/24/20	L. Schepp	B110	Compile and track upcoming case deadlines.	.20
02/25/20	K. Kolb	B110	Revise memo to UCC	.50
02/25/20	K. Kolb	B110	Call with potential expert	.20
02/25/20	K. Kolb	B110	Email re potential expert qualifications	.30
02/26/20	L. Poretsky	B160	Discuss January 2020 proformas with James Call and Steve Smith	.70
02/27/20	L. Poretsky	B160	Follow up on a status of the proformas re sears matters;	.30
02/27/20	L. Poretsky	B160	Continue to draft fifth combine fee statement	1.50
Total				\$138,438.00

LEGAL SERVICES SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
C. Carty	19.90	785.00	15,621.50



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<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
S. Smith	2.50	765.00	1,912.50
S. Smith	15.10	725.00	10,947.50
K. Kolb	85.20	610.00	51,972.00
G. Fromer	62.50	420.00	26,250.00
L. Poretsky	7.50	390.00	2,925.00
L. Poretsky	12.60	360.00	4,536.00
L. Schepp	54.10	335.00	18,123.50
S. O'Donnell	6.00	1025.00	6,150.00

DISBURSEMENTS

Online Research	907.80
Pacer Charges	18.20
Document Processing	96.00
Duplicating Supplies	6.24
Velobind/binding	22.00
Duplication	720.42
E-Discovery Data Hosting	400.00

Total disbursements	\$2,170.66
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TASK BILLING SUMMARY

	<u>Hours</u>	<u>Amount</u>
<u>Case Administration - B110</u>		
	202.10	\$96,575.00
Subtotals	202.10	\$96,575.00

<u>Asset Analysis and Recovery - B120</u>		
	21.90	\$17,281.50
Subtotals	21.90	\$17,281.50

<u>Fee/Employment Applications - B160</u>		
	27.30	\$12,782.00
Subtotals	27.30	\$12,782.00

<u>Fee/Employment Objections - B170</u>		
	.20	\$72.00
Subtotals	.20	\$72.00

<u>Avoidance Action Analysis - B180</u>		
	7.00	\$5,075.00



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Subtotals	7.00	\$5,075.00
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Contested Matters (exclu. assumption/rejection) - B190

	1.40	\$1,015.00
Subtotals	1.40	\$1,015.00

General Bankruptcy Advice/Opinions - B410

	5.50	\$5,637.50
Subtotals	5.50	\$5,637.50



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LEGAL SERVICES

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Time</u>
11/04/19	C. Carty		Review and analyze draft proposed adversary complaint and related presentation; analyze claims against certain defendants.	2.50
11/05/19	C. Carty		Review and analyze draft proposed adversary complaint and related presentation; analyze claims against certain defendants.	3.10
11/06/19	C. Carty		Review and analyze draft proposed adversary complaint and related presentation; analyze claims against certain defendants.	1.30
11/07/19	C. Carty		Review and analyze materials related to proposed adversary complaint to analyze claims against certain defendants.	3.20
11/07/19	S. Smith		Follow up review of draft complaint against Cyrus and others.	1.00
11/08/19	C. Carty		Review and analyze materials related to proposed adversary complaint to analyze claims against certain defendants.	2.30
11/08/19	C. Carty		Review and analyze materials related to proposed adversary complaint to analyze claims against certain defendants.	1.90



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11/11/19	C. Carty	Call with co-counsel at Akin regarding draft first amended complaint and supporting documents.	.50
11/11/19	C. Carty	Review and analyze draft first amended complaint and supporting materials to analyze viability of certain claims against certain defendants.	3.20
11/11/19	S. O'Donnell	Claims/complaint analysis.	1.00
11/12/19	C. Carty	Review and analyze draft first amended complaint and supporting materials to analyze viability of certain claims against certain defendants.	4.30
11/13/19	C. Carty	Review and analyze draft first amended complaint and supporting materials to analyze viability of certain claims against certain defendants.	2.50
11/13/19	S. Smith	Follow up review of amended complaint against Cyrus and related defendants.	.70
11/14/19	C. Carty	Review and analyze draft first amended complaint and supporting materials to analyze viability of certain claims against certain defendants.	3.20
11/14/19	H. Zimmer	Confer with Chris Carty concerning research for complaint	.10



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11/14/19	H. Zimmer	Conduct research concerning viability and pleading requirements of unjust enrichment and fraudulent conveyance claims	1.30
11/14/19	H. Zimmer	Confer with Christopher Carty concerning action and status of same	.40
11/14/19	S. O'Donnell	Claims analysis	2.00
11/15/19	C. Carty	Provide comments to certain claims in draft adversary complaint.	2.10
11/15/19	C. Carty	Review and analyze draft first amended complaint and supporting materials to analyze viability of certain claims against certain defendants.	1.50
11/15/19	H. Zimmer	Analyze proposed first amended adversary complaint, presentation to the litigation designees, and other documents concerning factual details	2.50
11/15/19	S. O'Donnell	Claims analysis	1.00
11/15/19	S. O'Donnell	Review amended cplt	1.00
11/15/19	S. O'Donnell	Confer w/ C. Carty re: amended cplt	.50
11/16/19	C. Carty	Review and analyze draft first amended complaint and supporting materials to analyze viability of certain claims against certain potential defendants.	1.90
11/16/19	C. Carty	Call with S. O'Donnell re potential additional claims.	.30



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11/17/19	C. Carty	Call with Akin team regarding potential additional claims and investigation of such claims.	.40
11/17/19	C. Carty	Analyze potential additional claims and investigation of such claims.	1.10
11/17/19	C. Carty	Call with S. O'Donnell regarding potential additional claims and investigation of such claims.	.20
11/17/19	S. O'Donnell	Prep and participate in Akin call	.50
11/17/19	S. O'Donnell	Claims analysis	.50
11/18/19	C. Carty	Confer with team members regarding Sears matter and analyze estate claims based on draft complaint and related documents.	3.50
11/18/19	C. Carty	Research potential causes of action in connection with Sears prepetition transfer litigation.	2.40
11/18/19	J. D'Angelo	E-mail with S. O'Donnell and call with C. Carty re: potential claims; initial research re: same; review draft First Amended Complaint; review prior research on breach of fiduciary duty and aiding and abetting breach of fiduciary against counsel.	6.60
11/18/19	S. O'Donnell	Claims analysis; case admin.	1.50
11/19/19	C. Carty	Analyze issues related to potential additional claims in connection with prepetition transfer litigation.	2.60



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11/19/19	H. Zimmer	Analyze complaint, presentations, and related documents from Akin on same	2.50
11/19/19	J. D'Angelo	Review additional background materials and materials re: pursuing claims	2.80
11/20/19	C. Carty	Analyze issues related to discovery of certain third parties in connection with prepetition transaction litigation.	.80
11/20/19	H. Zimmer	Review discovery documents and other documents from Akin	3.10
11/20/19	J. D'Angelo	Review revised draft complaint and e-mail re: same; review of additional background materials, etc.	2.70
11/20/19	S. Smith	Follow up review of further revised draft complaint.	1.30
11/21/19	C. Carty	Analyze issues related to third party discovery.	1.30
11/21/19	S. Smith	Follow up review of revised complaint.	.80
11/22/19	C. Carty	Call with D. Chapman regarding discovery related to prepetition transfer litigation.	.70
11/22/19	C. Carty	Review draft complaint and analyze issues related to discovery.	2.50
11/22/19	C. Carty	Review and analyze documents produced during Rule 2004 investigation.	1.50



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11/25/19	C. Carty	Call with J. D'Angelo and H. Zimmer regarding Sears discovery.	.30
11/25/19	C. Carty	Review and analyze draft third party discovery requests and analyze additional requests.	1.20
11/25/19	H. Zimmer	Confer with Chris Carty concerning discovery , including call with Jason D'Angelo	.40
11/25/19	H. Zimmer	Analyze complaint and revise discovery documents to Cyrus Defendants concerning same and confer with Chris Carty on same	.70
11/25/19	J. D'Angelo	Email with C. Carty re: discovery, etc.; call with team re: same.	.40
11/25/19	S. O'Donnell	Confer w/ team re: discovery	.20
11/25/19	S. O'Donnell	Prep for filing and discovery	.30
11/25/19	S. Smith	Review of further draft complaint.	.70
11/26/19	C. Carty	Review and analyze draft third party discovery requests and analyze additional requests.	2.20
11/26/19	H. Zimmer	Confer with Chris Carty concerning complaint and discovery requests to the Cyrus Defendants	.10
11/26/19	H. Zimmer	Analyze complaint concerning discovery requests for Cyrus Defendants	.20
11/26/19	H. Zimmer	Review Schedule A's from Chris Carty	.60



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11/26/19	J. D'Angelo	Review filed complaint; review proposed Wachtell subpoena and begin editing same.	1.00
11/26/19	S. Smith	Review filed complaint.	.50
11/27/19	C. Carty	Analyze issues related to prepetition transfer litigation.	3.10
11/27/19	H. Zimmer	Draft notice of subpoena and subpoenas	.40
11/27/19	H. Zimmer	Revise discovery requests and send same to Chris Carty	.50
11/27/19	J. D'Angelo	Extensive edits to proposed subpoenas for Wachtell Lipton, Richards Layton, and Aronstam; e-mails re: same.	3.60
11/27/19	S. O'Donnell	Case admin	.20
11/29/19	C. Carty	Analyze factual issues for discovery related to adversary complaint.	2.60
12/02/19	C. Carty	Analyze issues related to third party discovery.	2.20
12/02/19	C. Carty	Attend to issues related to service of complaint.	.70
12/02/19	C. Carty	Review and analyze documents related to claims in litigation.	4.30
12/02/19	H. Zimmer	Review rules on certificate/affidavits of service and service of Complaint and confer with managing attorneys concerning same	.40



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12/02/19	H. Zimmer	Review comments from Jason D'Angelo on subpoenas and confer with Chris Carty concerning same	.30
12/02/19	J. D'Angelo	Emails re: non-party subpoenas and Cyrus subpoenas; revisions to law firm subpoenas.	.70
12/02/19	S. Smith	Follow up review of final complaint.	.90
12/03/19	C. Carty	Analyze issues related to service of complaint.	.70
12/03/19	C. Carty	Analyze issues related to discovery and draft discovery requests.	2.30
12/03/19	C. Carty	Review and analyze documents related to claims in litigation.	2.60
12/04/19	C. Carty	Review and analyze documents related to claims in litigation.	2.20
12/05/19	C. Carty	Meet with H. Zimmer and S. Stockman re Sears research assignments; prepare for meeting.	1.20
12/05/19	C. Carty	Analyze legal issues related to adversary compliant.	3.10
12/05/19	C. Carty	Review and analyze documents related to claims in litigation.	4.30
12/05/19	H. Zimmer	Confer with Chris Carty and Silvia Stockman concerning Sears research and discovery	1.00
12/05/19	H. Zimmer	Review outline from Chris Carty concerning issues for Sears conference call	.10



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12/05/19	J. D'Angelo	Status and strategy call with C. Carty re: non-party subpoenas, research to be conducted by junior associates; various emails re: meeting with Akin.	.60
12/05/19	S. Smith	Review of complaint.	.80
12/06/19	C. Carty	Review and analyze documents related to claims in litigation.	1.70
12/06/19	C. Carty	Analyze legal issues related to adversary complaint.	3.10
12/06/19	H. Zimmer	Confer with Chris Carty concerning service of subpoenas	.10
12/06/19	H. Zimmer	Confer with managing attorneys concerning service of subpoenas and discovery requests and analyze rules on subpoenas and discovery requests	.40
12/06/19	J. D'Angelo	E-mail with S. O'Donnell and C. Carty.; review additional materials relating to subpoenas.	1.60
12/08/19	S. O'Donnell	Prepare for meet and confer	.50
12/09/19	C. Carty	Review and analyze documents related to claims in litigation.	2.10
12/09/19	J. D'Angelo	Emails with C. Carty and Akin re internal meeting next week and meeting with defendants' counsel; review additional materials on subpoenas to attorneys.	1.20
12/10/19	C. Carty	Review and analyze documents and transcripts related to claims in litigation.	3.20



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12/10/19	C. Carty	Analyze discovery requests.	1.50
12/10/19	J. D'Angelo	E-mail from C. Carty re: Scott Charles interview; review transcript of same, exhibits.	1.60
12/10/19	S. O'Donnell	Claim review and due diligence	1.00
12/10/19	S. O'Donnell	Coordinate discovery	.50
12/10/19	S. Smith	Analysis of Wachtel transcript and related privilege issue and review email from C. Carty re same.	.50
12/11/19	C. Carty	Review and analyze documents related to claims in litigation.	3.20
12/13/19	S. O'Donnell	Prep for meet and confer and strategy meeting	1.50
12/16/19	C. Carty	Analyze issues with third party discovery and serve subpoenas.	4.10
12/16/19	H. Zimmer	Revise notice of intent with respect to wachtell and ross Richards layton	.20
12/16/19	H. Zimmer	Confer with Chris Carty and managing attorneys concerning third party subpoenas	.20
12/16/19	H. Zimmer	Revise and compile notice of intent, schedule A's, and subpoenas for service	.70
12/16/19	H. Zimmer	Revise third-party discovery subpoenas for Wachtell, Ross Aaronstam, Robbins, Richard Layton, Girard Sharp, Gibbs Law Group, and Deloitte and draft notice of intent to serve subpoenas for same	2.20



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12/16/19	J. D'Angelo	Review several non-party subpoenas; prepare for meeting at Akin.	1.70
12/16/19	S. O'Donnell	Prep for meet and confer and f/up strategy meeting	1.00
12/17/19	C. Carty	Participate in meet and confer among counsel and prepare for same.	1.80
12/17/19	C. Carty	Meet with co-counsel re litigation.	.60
12/17/19	C. Carty	Analyze issues related to discovery.	2.80
12/17/19	C. Carty	Review and analyze documents related to claims in litigation.	2.20
12/17/19	J. D'Angelo	Prepare for and participate in meet and confer with counsel for Defendants and participate in post-meeting discussion with Akin re: non-party subpoenas and strategy re: same; confer with S. O'Donnell re: same.	3.80
12/17/19	S. O'Donnell	F/up strategy meeting w/ Akin	1.00
12/17/19	S. O'Donnell	F/up Herrick meeting re same	1.00
12/17/19	S. O'Donnell	Priv analysis	1.00
12/17/19	S. O'Donnell	Meet and confer w/ defense counsel	2.00
12/18/19	G. Fromer	Read complaint and conduct factual analysis and issue spotting	1.50
12/18/19	G. Fromer	Speak with partner about approach to case, factual issues and research timeline	.40



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12/18/19	J. D'Angelo	Confer with C. Carty re: team needs regarding document review, etc.	.20
12/18/19	S. O'Donnell	Claim analysis	.40
12/18/19	S. O'Donnell	Coordinate due diligence	.30
12/19/19	H. Zimmer	Revise requests in light of amended complaint and input Chris's changes	.50
12/23/19	C. Carty	Call with counsel for Wachtell regarding subpoena served (0.3); review and analyze subpoena to prepare for call (0.2).	.50
12/23/19	G. Fromer	Read and analyze factual issues in court filings	3.00
12/24/19	G. Fromer	Read and analyze court filings for factual and legal issues	3.10
12/26/19	C. Carty	Analyze issues related to discovery (1.5); analyze documents produced to date (0.7).	2.20
12/26/19	G. Fromer	Read and analyze court filings for factual and legal issues	6.00
12/27/19	C. Carty	Analyze discovery issues (0.7); review and analyze confirmation order (0.5); review and analyze documents produced in discovery (2.7).	3.90
12/27/19	G. Fromer	Review court materials and analyze factual and legal issues	1.90
12/27/19	J. D'Angelo	Emails re: various subpoenas, etc.	1.00



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12/30/19	C. Carty	Review and revise discovery requests (1.5, 0.3); review and analyze documents produced to date (2.1, 0.8); analyze case strategy (0.5).	5.20
01/02/20	C. Carty	Review and analyze documents produced in discovery.	3.20
01/02/20	C. Carty	Revise and finalize discovery requests to Cyrus defendants.	.90
01/02/20	C. Carty	Analyze task list.	1.10
01/02/20	G. Fromer	Speak with partner about research and writing assignment	.20
01/02/20	J. D'Angelo	Review Plaintiff's first set of request for production of documents to the Cyrus defendants and e-mail re: same.	.50
01/02/20	S. O'Donnell	Claim review	.30
01/03/20	C. Carty	Review and analyze correspondence related to subpoenas.	1.50
01/03/20	C. Carty	Review and analyze documents produced in discovery.	2.20
01/03/20	G. Fromer	Conduct legal research and drafted memorandum to partner	5.20
01/03/20	J. D'Angelo	Review additional subpoenas.	1.20
01/04/20	J. D'Angelo	Follow up re: Cyrus defendants' discovery; review further background re: same.	.70



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01/06/20	C. Carty	Analyze issues related to third party subpoenas and research related to burden.	2.50
01/06/20	E. Plowman	Began reviewing Sears 2 complaint (Doc. 52, Case 19-08250-rdd, filed Nov. 25, 2019).	.90
01/06/20	G. Fromer	Conduct legal research and drafted memorandum to partner	4.20
01/06/20	H. Zimmer	Conduct Research on accounting privilege and cost-shifting	1.50
01/07/20	C. Carty	Analyze issues related to discovery.	2.10
01/07/20	E. Plowman	Review Sears complaint.	3.60
01/07/20	G. Fromer	Conduct legal research and drafted memorandum to partner	2.70
01/07/20	J. D'Angelo	Emails re: Relativity Database access and confirm same.	.20
01/09/20	C. Carty	Analyze privilege issues.	2.10
01/09/20	C. Carty	Review and analyze documents produced in discovery.	2.20
01/09/20	E. Plowman	Continue reviewing complaint	2.30
01/09/20	H. Zimmer	Review disclosure statement, confirmation order, docket and transcript concerning discovery issues	1.80
01/09/20	S. O'Donnell	Confer re priv assertion/waiver	.50
01/10/20	C. Carty	Call with Akin regarding document database.	.40



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01/10/20	H. Zimmer	Draft email concerning authority to obtain debtor's privileged documents and send same to Chris Caqerty	.80
01/10/20	H. Zimmer	Finalize draft of objection	1.00
01/10/20	H. Zimmer	Conference with Chris Carty and review the disclosure statement	.20
01/13/20	C. Carty	Review and analyze research related to discovery issues.	.70
01/13/20	H. Zimmer	Conduct research concerning auditor objections to a subpoena and draft summary	1.80
01/13/20	H. Zimmer	Conference with Chris Carty about Deloitte subpoena and researching concerning auditor's objections and burdens	.10
01/13/20	J. D'Angelo	E-mail with H. Zimmer; review information re: basis for obtaining otherwise privileged documents and follow up re: same; discuss status of meet and confer scheduling, etc.	1.30
01/14/20	C. Carty	Draft email to third party subpoena recipient re discovery issues and analyze same.	.80
01/14/20	C. Carty	Review and analyze documents produced in prepetition investigation.	2.10
01/14/20	C. Carty	Analyze third party discovery issues.	1.20



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01/14/20	H. Zimmer	Conduct research on subpoena to accountants and auditors and motions to quash based on undue burden and other objections	.90
01/14/20	H. Zimmer	Conference with Chris Carty concerning production from Wachtell, Paul Weiss, and strategy for discovery review of same	.60
01/14/20	H. Zimmer	Conference with Linda Schepp concerning discovery review of meeting minutes and materials for information related to Wachtell and Deloitte, and advice from same	.40
01/14/20	H. Zimmer	Confer with Linda Schepp concerning discovery index for wachtell and deloitte review	.20
01/14/20	H. Zimmer	Review meeting minutes from Subcommittee	1.30
01/14/20	J. D'Angelo	E-mail re: subpoena follow up and meet and confer.	.10
01/14/20	L. Schepp	Reviewing/Editing/Drafting documents related to advice in meeting minutes and agendas for H. Zimmer	1.70
01/14/20	S. O'Donnell	Confer w/ akin re priv issue	.20
01/14/20	S. O'Donnell	Confer w/ team re priv issue	.20
01/14/20	S. O'Donnell	Case law review re subject matter waiver	.30
01/15/20	C. Carty	Analyze issues related to third party discovery.	1.90



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01/15/20	C. Carty	Review and analyze factual background.	2.50
01/15/20	H. Zimmer	E-mail wachtell counsel concerning conference for subpoena meet and confer	.10
01/15/20	J. D'Angelo	E-mail re: meet and confer.	.20
01/15/20	L. Schepp	Reviewing/Editing/Drafting Documents relating to meeting minutes for H. Zimmer	6.80
01/16/20	C. Carty	Attention to issues related to subpoena service.	1.10
01/16/20	C. Carty	Review and analyze key documents from production.	1.80
01/16/20	H. Zimmer	Revise subpoenas to third-parties gibbs law group and girard sharp and notice of subpoenas to defendants' concerning same after third-parties failed to accept service	1.10
01/16/20	J. D'Angelo	Preparations for meet and confer with Wachtel re: non-party subpoenas.	.50
01/16/20	K. Kolb	Analyze Akin Gump memo re potential claims	.70
01/16/20	L. Schepp	Reviewing/Editing/Drafting Documents relating to meeting minutes for H. Zimmer	5.20
01/16/20	L. Schepp	Meeting with K. Kolb regarding cases status	.40
01/16/20	S. O'Donnell	Confer re priv analysis/Wachtel meet and confer	.50



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01/17/20	C. Carty	Analyze issues related to third party discovery.	.90
01/17/20	C. Carty	Call with counsel to subpoena recipient.	.20
01/17/20	C. Carty	Analyze research related to privilege issues and related case law.	1.30
01/17/20	C. Carty	Participate in case update call with co-counsel and prepare for same.	.80
01/17/20	C. Carty	Review and analyze documents from investigation.	2.20
01/17/20	H. Zimmer	Confer with Wachtell concerning subpoena and document production	.40
01/17/20	H. Zimmer	Analyze email from Richard Layton and objections to subpoena	.30
01/17/20	H. Zimmer	Review email from Wachtell concerning search terms used in production	.20
01/17/20	H. Zimmer	Confer with Kyle Kolb concerning assignment on research into advice of counsel defense waiving privilege	.30
01/17/20	H. Zimmer	Review research from Kyle Kolb in relation to waiver of privilege for advice of counsel defense and conduct additional research concerning same and review memorandum from akin	1.50



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01/17/20	H. Zimmer	Analyze case concerning waiver of privilege with good faith/advice of counsel defense and conduct research on same	1.10
01/17/20	H. Zimmer	Confer with Chris Carty concerning discovery	.10
01/17/20	J. D'Angelo	Prepare for and participate in conference call/meet and confer re: Wachtel subpoena; review and consider search terms used by Wachtel for prior production.	1.50
01/17/20	K. Kolb	Call with Akin Gump regarding privilege issues	.60
01/17/20	K. Kolb	Discuss research with H. Zimmer regarding advise of counsel defense	.20
01/17/20	L. Schepp	Reviewing/Editing/Drafting Documents related to Board of Directors Meetings per H. Zimmer	3.20
01/17/20	S. O'Donnell	Prep and participate in call w/ akin re misc. matters and priv assertion	.50
01/17/20	S. O'Donnell	Coordinate analysis of misc. matters and priv assertion	.50
01/17/20	S. O'Donnell	Case law review re misc. matters and priv assertion	.50
01/17/20	S. O'Donnell	Adversary case law review	.50
01/19/20	L. Schepp	Reviewing/Editing/Drafting Documents related to Board of Directors Meetings per H. Zimmer	2.10
01/20/20	K. Kolb	Review amended complaint	2.00



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01/20/20	K. Kolb	Review memo prepared by Akin Gump on privilege issues	.30
01/20/20	K. Kolb	Review memo by Akin Gump regarding claims analysis	1.50
01/20/20	L. Schepp	Reviewing/Editing/Drafting Documents relating to meeting minutes per H. Zimmer	3.40
01/21/20	C. Carty	Strategize task list for discovery matters.	.70
01/21/20	C. Carty	Review and analyze key documents produced in discovery.	1.20
01/21/20	C. Carty	Analyze research related to privilege issues.	1.50
01/21/20	H. Zimmer	Analyze potential search terms for document review from wachtell production	.10
01/21/20	H. Zimmer	Analyze amended complaint and meeting minutes and materials for search terms for discovery review	.70
01/21/20	H. Zimmer	Conduct research concerning attorney client privilege, waiver of privilege for assertion of defenses	2.80
01/21/20	L. Schepp	Reviewing/Editing/Drafting Documents relating to meeting minutes per H. Zimmer	.60
01/22/20	C. Carty	Participate in team meeting re case status and document review and prepare for same.	2.10
01/22/20	C. Carty	Confer with counsel to third party subpoena recipient.	.40



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01/22/20	C. Carty	Review and analyze key documents from productions.	1.30
01/22/20	E. Plowman	Meeting re Sears 2 and upcoming document review.	1.00
01/22/20	G. Fromer	Discuss research assignment on statute of limitations and choice of law for aiding and abetting claims	.10
01/22/20	G. Fromer	Discuss document review objectives	1.00
01/22/20	H. Zimmer	Analyze research and confer with Chris Carty on discovery, choice of law, and attorney client privilege	.40
01/22/20	H. Zimmer	Analyze cases from phil anker and draft conclusion as to whether directors automatically given privileged information from company and revise write-up on access to waiver of attorney-client privileged information where GF defense or advice of counsel defense is asserted	.40
01/22/20	H. Zimmer	Analyze attorney-client privilege issues and meeting minutes of Sears	.20
01/22/20	H. Zimmer	Meet concerning discovery issues and ongoing strategy for case	1.00
01/22/20	H. Zimmer	Confer with Kyle Kolb and Chris Carty concerning privilege research and issues	.40



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01/22/20	H. Zimmer	Conduct research on cases cited in Phil Anker (Wilmer Hale) email on discovery of attorney client privileged materials	1.40
01/22/20	J. D'Angelo	Participate in team meeting to discuss Wachtell subpoena, document review, and other related issues; review research relating to privilege issue and purported automatic right of directors to view privileged communications ; consider same.	2.60
01/22/20	K. Kolb	Attend team meeting regarding document review kickoff	.80
01/22/20	K. Kolb	Draft initial task list	.90
01/22/20	K. Kolb	Discuss privilege research with H. Zimmer	.20
01/22/20	K. Kolb	Revise research summary regarding scope of waiver and analyze underlying cases	2.00
01/22/20	S. O'Donnell	Prep and attend team meeting	1.00
01/23/20	C. Carty	Review and analyze historical board materials.	1.30
01/23/20	C. Carty	Review and analyze research memo.	1.20
01/25/20	K. Kolb	Incorporate edits by G. Fromer to claims memo	.60
01/25/20	K. Kolb	Analyze de-designated privileged documents for deposition preparation	.70



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01/25/20	K. Kolb	Analyze documents produced by Cyrus in connection with deposition preparation	.80
01/25/20	K. Kolb	Revise claims analysis memo	2.00
01/26/20	J. D'Angelo	Emails re: P. Anker's position on privilege issues; review research re: same.	.60
01/26/20	K. Kolb	Revise memo analyzing potential claims and discovery to date	1.20
01/27/20	C. Carty	Meet with S. O'Donnell, J. D'Angelo, K. Kolb, and H. Zimmer re research and analysis related to discovery issues and prepare for same.	1.00
01/27/20	C. Carty	Analyze issues related to document review.	.80
01/27/20	H. Zimmer	Analyze notes from meeting and create list of issue tags for discovery review	.30
01/27/20	H. Zimmer	Review waiver research and prepare for meeting	.80
01/27/20	H. Zimmer	Conduct meeting with Sean O'Donnell, Chris Carty, and Kyle Kolb concerning privilege and discovery issues	.70
01/27/20	H. Zimmer	Analyze research on waiver of privilege and confer with chris carty concerning same	.10
01/27/20	J. D'Angelo	Participate in team call re: privilege issues and strategy re: same.	.50



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01/27/20	K. Kolb	Prepare for and attend meeting regarding privilege issues	1.30
01/27/20	K. Kolb	Revise and finalize memo regarding document production summary and claims analysis	2.30
01/27/20	K. Kolb	Analyze documents produced by Deloitte	1.20
01/27/20	L. Schepp	Reviewing/Editing/Drafting Documents related to Quinn and Stroock privilege, per K. Kolb	2.30
01/27/20	L. Schepp	Reviewing/Editing/Drafting documents to compile timeline per K. Kolb.	3.30
01/27/20	S. O'Donnell	Review priv analysis	.50
01/27/20	S. O'Donnell	Confer w/ team re priv analysis	.50
01/28/20	C. Carty	Review draft Rule 26(f) letter and provide comments thereto.	.50
01/28/20	C. Carty	Review and analyze documents produced in investigation of prepetition claims.	2.30
01/28/20	J. D'Angelo	Review team task list, and consider issues relating to Wachtell subpoena and document review.	.50
01/29/20	C. Carty	Analyze issues related to document review and draft memorandum for associates.	2.40
01/29/20	C. Carty	Analyze issues related to third party discovery.	.80



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01/29/20	C. Carty	Review and analyze documents produced in investigation of prepetition claims.	2.70
01/29/20	H. Zimmer	Conduct research on waiver of privilege and when a party has to assert good faith and advice of counsel defense	1.30
01/29/20	H. Zimmer	Conduct research on waiver of privilege and draft email summarizing same to Chris Carty	1.10
01/29/20	H. Zimmer	Conduct research on waiver of privilege for assertion of counsel defense	1.10
01/29/20	J. D'Angelo	Review and consider instructions for document review concerning Wachtel prior production.	.30
01/30/20	C. Carty	Analyze issues related to document review; meet with associates re same.	.80
01/30/20	C. Carty	Analyze issues related to third party discovery.	.60
01/30/20	C. Carty	Review and analyze documents produced in investigation of prepetition claims.	1.30
01/30/20	E. Plowman	Review Sears 2 complaint to prepare for document review.	1.90
01/30/20	E. Plowman	Review Wachtell documents.	6.10
01/31/20	C. Carty	Analyze issues related to third party discovery from Deloitte.	.90
01/31/20	C. Carty	Analyze issues related to third party discovery.	.50



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01/31/20	C. Carty	Review and analyze documents produced in investigation of prepetition claims.	1.50
01/31/20	E. Plowman	Review Wachtell documents.	8.00
01/31/20	G. Fromer	Review documents for issues and relevance	3.40
01/31/20	K. Kolb	Analyze documents produced by Deloitte	2.40
02/03/20	C. Carty	Analyze issues related to discovery in prepetition transfer adversary proceeding.	1.90
02/03/20	E. Plowman	Review Wachtell documents.	7.80
02/03/20	E. Plowman	Review complaint for review of Wachtell documents.	1.20
02/03/20	G. Fromer	Reviewed documents for relevance	1.50
02/04/20	C. Carty	Meet with K. Kolb re third party discovery of Deloitte and analyze issues related to such discovery.	1.10
02/04/20	C. Carty	Draft discovery status update.	.80
02/04/20	C. Carty	Review and analyze documents and consider discovery issues.	1.30
02/04/20	H. Zimmer	Confer with counsel in firm concerning subpoenas, Wachtell discovery	.40
02/04/20	K. Kolb	Analyze documents produced by Deloitte in preparation for meet and confer	1.30
02/04/20	K. Kolb	Meet with C. Carty to discuss Deloitte meet and confer	.20



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02/04/20	K. Kolb	Analyze complaint	.20
02/05/20	C. Carty	Attention to third party discovery.	.50
02/05/20	C. Carty	Review and analyze documents related to prepetition transaction adversary proceeding.	1.70
02/05/20	H. Zimmer	Conduct research on cost-shifting during discovery	.20
02/05/20	J. D'Angelo	Review e-mail from J. Kane relating to agreement on privilege issues and proposal for storage and production of documents; review proposed Stipulation Concerning Prepetition Documents and Information Subject to Privilege; follow up with C. Carty re: Wachtell subpoena.	.60
02/05/20	K. Kolb	Discuss privilege research with H. Zimmer	.10
02/05/20	K. Kolb	Call with Lit Support regarding workpaper issue	.20
02/05/20	K. Kolb	Analyze documents produced by Deloitte in preparation for meet and confer re subpoena	3.00
02/05/20	K. Kolb	Analyze research regarding auditor privileges	.70
02/06/20	C. Carty	Review and comment on draft expert engagement letters.	.40
02/06/20	G. Fromer	Researched statute of limitations for potential claims	.30



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02/06/20	J. D'Angelo	Review e-mail (with spreadsheet attachments) from J. Kane re: process by which documents were produced during Rule 2004 discovery and price structure for the shared FTP site.	.60
02/06/20	K. Kolb	Draft summary of Deloitte engagement and related issues	.70
02/07/20	C. Carty	Analyze issues related to third party discovery and prepare for meet and confer with Deloitte.	2.50
02/07/20	K. Kolb	Meet with C. Carty re Deloitte meet and confer	.30
02/10/20	C. Carty	Meet and confer with Deloitte and Wilmer Hale re third party discovery subpoena.	.50
02/10/20	C. Carty	Review and analyze materials provided by Deloitte related to Rule 2004 discovery.	1.20
02/10/20	C. Carty	Review and analyze documents related to prepetition transfer adversary proceeding.	1.20
02/10/20	E. Plowman	Review Wachtell documents.	3.50
02/10/20	J. D'Angelo	Review and consider final copy of letter to court filed by Plaintiffs on behalf of all parties re: case management, etc.	.20
02/10/20	K. Kolb	Meet and confer with Deloitte	.50
02/10/20	K. Kolb	Analyze going concern documents	.40
02/10/20	K. Kolb	Analyze DT production cover letters	.40



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02/11/20	C. Carty	Attention to issues related to third party discovery.	.70
02/11/20	C. Carty	Review and analyze Deloitte documents produced in connection with Rule 2004 investigation.	2.20
02/11/20	E. Plowman	Review Wachtell documents.	4.30
02/11/20	G. Fromer	Review documents for relevance	.20
02/11/20	J. D'Angelo	Review materials re: Wachtel and potential custodians and prepare plan for review of documents.	2.00
02/11/20	K. Kolb	Analyze documents to identify potential Deloitte custodians	2.00
02/12/20	E. Plowman	Review Wachtell documents.	.80
02/12/20	J. D'Angelo	Confer/emails with team re: Wachtell document review, including specifically targeting potential additional custodians whose files should be searched; assign tasks related to same to L. Schepp.	1.80
02/12/20	K. Kolb	Analyze documents in connection with drafting ESI protocol for Deloitte collection	3.80
02/12/20	L. Schepp	Compile key names in production documents for use in fact discovery, per K. Kolb.	.50
02/13/20	C. Carty	Analyze anticipated issues related to motions to dismiss in adversary proceeding.	.60



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02/13/20	C. Carty	Review and analyze documents related to prepetition transaction adversary proceeding.	1.50
02/13/20	J. D'Angelo	Review e-mail from Court clerk, R. Drain.	.10
02/13/20	K. Kolb	Analyze documents to draft ESI protocol	.70
02/14/20	C. Carty	Review and analyze search terms and custodians re third party subpoena.	.60
02/14/20	C. Carty	Review and analyze documents related to prepetition transfer adversary proceeding.	1.10
02/14/20	E. Plowman	Review Wachtell docs.	2.50
02/18/20	C. Carty	Meet and confer with recipients of third party subpoenas.	.40
02/18/20	C. Carty	Confer with R. Perio of Wilmer Hale re discovery and correspondence related to the same.	.50
02/18/20	C. Carty	Review and analyze Cyrus responses and objections to document requests.	.50
02/18/20	E. Plowman	Review Wachtell documents.	.80
02/18/20	J. D'Angelo	Follow up on Wachtell document review status.	.20
02/18/20	K. Kolb	Analyze documents provided by Deloitte to Restructuring Subcommittee	1.00
02/19/20	G. Fromer	Review documents for relevance and categorized by issue	.70



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02/19/20	J. D'Angelo	Review materials relating to potential additional custodians.	.80
02/19/20	L. Schepp	Update Board of Director's index.	.50
02/20/20	C. Carty	Review and analyze Cyrus responses and objections to document requests.	.40
02/20/20	C. Carty	Call with Akin regarding new third party discovery and analyze issues related thereto.	.60
02/20/20	E. Plowman	Review Wachtell documents	1.70
02/20/20	J. D'Angelo	Emails re: Cyrus responses to document requests and review same; emails and approve notice of appearance.	.60
02/21/20	C. Carty	Call with Akin re potential third party discovery recipient and analyze issues related thereto.	.80
02/21/20	E. Plowman	Review Wachtell documents.	3.00
02/21/20	G. Fromer	Review documents for relevance and issues	.10
02/21/20	H. Zimmer	Draft summary of Cyrus Defendants' responses to document requests, including deficiencies	.90
02/21/20	H. Zimmer	Draft summary of Cyrus Defendants' responses to document requests and confer with Chis Carty concerning same	.80
02/21/20	K. Kolb	Analyze motions to dismiss filings	1.50
02/21/20	K. Kolb	Discuss Blackstone document requests	.20



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02/21/20	K. Kolb	Call with Akin Gump	.30
02/21/20	S. O'Donnell	Coordinate discovery	.50
02/21/20	S. O'Donnell	Review responses	.50
02/21/20	S. O'Donnell	Review MTDs	.50
02/22/20	K. Kolb	Analyze motions to dismiss	.50
02/23/20	E. Plowman	Review Wachtell documents	.60
02/23/20	H. Zimmer	Review edits from Chris Carty concerning Cyrus Defendants' responses to document requests and finalize summary of Cyrus Defendants' responses to document requests, including deficiencies in responses	.30
02/23/20	J. D'Angelo	Review MTDs; notice of adjournment, letter to Judge Drain, and emails re: same; create task list for team re: Wachtell document review.	2.80
02/24/20	E. Plowman	Review Wachtell documents.	6.90
02/24/20	G. Fromer	Discuss objectives of document review assignment	.20
02/24/20	G. Fromer	Review motions to dismiss and synthesized arguments	5.00
02/24/20	H. Zimmer	Confer with Gabrielle Fromer on document review and custodian list	.10
02/24/20	J. D'Angelo	Emails re: Wachtell document review and gathering search terms and custodian names; emails re: Cyrus Defendants responses and objections to document requests.	1.00



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02/24/20	K. Kolb	Analyze motion to dismiss by Cyrus	.70
02/24/20	K. Kolb	Draft email re MTD analysis	.20
02/24/20	K. Kolb	Draft email re proposed search terms and custodians	.20
02/24/20	L. Schepp	Compile and track upcoming case deadlines.	.10
02/25/20	H. Zimmer	Draft document search parameters for Deloitte to be sent to Deloitte and WilmerHale	1.20
02/25/20	H. Zimmer	Review edits to deloitte document search parameters from Kyle Kolb and confer with Kyle Kolb on same	.20
02/25/20	J. D'Angelo	Email from K. Kolb re: search terms and review same, confer with H. Zimmer re: same.	.40
02/25/20	K. Kolb	Revise search term protocol for Deloitte	1.40
02/25/20	K. Kolb	Discuss search terms for Deloitte subpoena	.20
02/26/20	E. Plowman	"Review Wachtell documents."	1.80
02/26/20	E. Plowman	Begin reviewing defendants' motions to dismiss.	1.70
02/26/20	G. Fromer	Review and outline opposing counsels motions to dismiss	.10



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02/26/20	H. Zimmer	Review running custodian list of WLRK and Deloitte individuals, update deloitte document subpoena search parameters, confer with Kyle Kolb concerning Deloitte subpoena, and review and draft search terms for deloitte document parameters	1.10
02/26/20	H. Zimmer	Confer with Jason D'Angelo on wachtell subpoena search term parameters	.20
02/26/20	J. D'Angelo	Call with H. Zimmer re: Wachtell review; emails to/from K. Kolb re: "Project Madison;" review notices of numerous filings and review order re: voluntary dismissal against Official Committee of Unsecured Creditors and review Supplemental Order Granting Debtors' First Objection to Proofs of Claim; review notices of intent to serve subpoenas.	.80
02/26/20	K. Kolb	Analyze Blackstone documents in connection with potential subpoena	.60
02/26/20	K. Kolb	Revise search terms	.50
02/26/20	K. Kolb	Analyze cases relied upon in motion to dismiss	1.90
02/26/20	K. Kolb	Discuss search terms with L. Schepp	.20
02/26/20	L. Schepp	Work on revisions to search terms	.30
02/27/20	E. Plowman	Review defendants' motions to dismiss.	5.20



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02/27/20	H. Zimmer	Analyze and revise deloitte search term parameters based on additions from Wilmer Hale and confer with Kyle Kolb concerning same	.30
02/27/20	J. D'Angelo	Emails from team re: progress on Wachtell document review; follow up re: same.	.30
02/27/20	K. Kolb	Revise search terms and discuss internally	.40
02/27/20	K. Kolb	Discuss motion to dismiss research with E Plowman	.10
02/27/20	K. Kolb	Email to Wilmer Hale re subpoena	.10
02/27/20	K. Kolb	Discuss review process with L Schepp	.50
02/27/20	K. Kolb	Call with H5	.30
02/27/20	K. Kolb	Analyze Fairholme and Cyrus motions and draft template for summary chart	2.90
02/27/20	K. Kolb	Analyze cases relied upon in motions to dismiss	1.00
02/27/20	L. Schepp	Work with K. Kolb regarding H5 Relativity workspace status	1.50
02/27/20	L. Schepp	Revise search terms with K. Kolb	1.60
02/28/20	E. Plowman	Continue reviewing defendants' motions to dismiss.	4.50
02/28/20	E. Plowman	Review defendants' motions to dismiss.	3.40



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02/28/20	G. Fromer	Review section of complaint on Seritage transaction to assist with issue spotting in document review on Seritage emails	.90
02/28/20	G. Fromer	Review documents for relevance	.40
02/28/20	G. Fromer	Review motions to dismiss and synthesize arguments	.70
02/28/20	J. D'Angelo	Review numerous emails re: various filings and re: motions to dismiss; review same.	1.00
02/28/20	K. Kolb	Analyze and revise summaries of motions to dismiss	2.50
02/28/20	K. Kolb	Analyze cases relied upon in Cyrus motion to dismiss	2.00
02/28/20	K. Kolb	Email to Deloitte regarding subpoena response	.30
02/28/20	S. O'Donnell	Coordinate discovery	.50
02/29/20	K. Kolb	Revise summaries of motions to dismiss	1.50
02/29/20	K. Kolb	Analyze cases relied upon in motion to dismiss	1.00
Total			\$334,508.00

LEGAL SERVICES SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
S. O'Donnell	18.90	985.00	18,616.50
J. D'Angelo	23.90	845.00	20,195.50



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<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
J. D'Angelo	29.50	810.00	23,895.00
C. Carty	84.50	785.00	66,332.50
S. Smith	7.20	725.00	5,220.00
K. Kolb	58.20	610.00	35,502.00
C. Carty	121.90	610.00	74,359.00
H. Zimmer	34.20	435.00	14,877.00
E. Plowman	73.50	420.00	30,870.00
G. Fromer	26.90	420.00	11,298.00
H. Zimmer	18.90	400.00	7,560.00
G. Fromer	15.90	400.00	6,360.00
L. Schepp	33.50	335.00	11,222.50
S. O'Donnell	8.00	1025.00	8,200.00

DISBURSEMENTS

Shipping	35.44
Online Research	1,798.79
Process Servers	3,325.32
Meals	112.04
Pacer Charges	12.90
Document Processing	48.00
Duplicating Supplies	128.46



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Velobind/binding	30.00
Duplication	2,063.84
Total disbursements	<hr/> \$7,554.79



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TASK BILLING SUMMARY

	<u>Hours</u>	<u>Amount</u>
-		
	555.00	\$334,508.00
Subtotals	555.00	\$334,508.00

Exhibit D

Disbursement Summary

Photocopies	\$11.70
Duplicating Supplies	\$134.70
Color Duplicating	\$129.80
Velobind/binding	\$52.00
E-copy	\$127.44
Pacer Charges	\$31.10
Online Research Westlaw	\$2,706.59
Printing	\$551.52
Printing – Blowback	\$1,963.80
Document Processing	\$144.00
E-Discovery Data Hosting	\$400.00
Shipping	\$35.44
Meals	\$112.04
Process Servers	3,325.32
Total	\$9,725.45

Exhibit E

Itemized Disbursement

CostCode	Worked Amount	Billed Amount	Description	Description
003	11.70	11.70	Photocopies - Inside	
013	35.44	35.44	Shipping	
020	134.70	134.70	Duplicating Supplies	
023	3325.32	3325.32	Process Servers	
029	112.04	112.04	Meals	
036	129.80	129.80	Color Duplicating	
038	52.00	52.00	Velobind/binding	
067	127.44	127.44	E-copy	
074	31.10	31.10	Pacer Charges	
075	2706.59	2706.59	Online Research West	
080	551.52	551.52	Printing	
089	1963.80	1963.80	Printing - Blowback	
105	144.00	144.00	Document Processing	
115	400.00	400.00	E-Discovery Data Hosting Minimum Charge	
TOTAL	9725.45	9725.45		